

Board of Governors of the Federal Reserve System



Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies—FR Y-11

(See General Instructions for filing frequency requirements)

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

The Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies are to be prepared in accordance

with the instructions provided by the Federal Reserve System. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies must be signed by an authorized officer of the bank holding company.

Date of Report:
March 31, 2006
June 30, 2005

Month / Date / Year (BHCS 9999)

I, _____
Name and Title of Officer

Legal Title of the Top-Tier Bank Holding Company (TEXT 9010)

have reviewed the Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies and believe that the report has been prepared in accordance with the instructions issued by the Federal Reserve.

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Signature of Officer

Date of Signature

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

To be completed for the December report only.

Indicate whether the subsidiary meets the annual or quarterly filing criteria for December

"1" = Annual	BHCS
"2" = Quarterly	6909

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

BHC RSSD ID _____

SUB RSSD ID _____

C.I. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

Schedule BS—Continued

Dollar Amounts in Thousands

LIABILITIES AND EQUITY CAPITAL

	BHCS	Bil	Mil	Thou	
11. Trading liabilities	3548				11.
12. Other borrowed money with a remaining maturity of one year or less (including commercial paper issued and federal funds purchased)	C379				12.
13. Other borrowed money with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock and related surplus)	1729				13.
14. Other liabilities	2750				14.
15. Liabilities to nonrelated organizations (sum of items 11 through 14)	A012				15.
16. Balances due to related institutions, gross	C380				16.
17. Total liabilities (sum of items 15 and 16)	2948				17.
18. Equity capital:					
a. Stock	3230				18.a.
b. Surplus (exclude all surplus related to preferred stock)	3240				18.b.
c. Retained earnings	3247				18.c.
d. Accumulated other comprehensive income ¹	B530				18.d.
e. Other equity capital components ²	A130				18.e.
f. Total equity capital (sum of items 18.a through 18.e) (must equal Schedule IS-A, item 7)	3210				18.f.
19. Total liabilities and equity capital (sum of items 17 and 18.f) (must equal item 10)	3300				19.

1. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
2. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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C.I. ☐

Dollar Amounts in Thousands

DERIVATIVES AND OFF-BALANCE-SHEET ITEMS

	BHCS	Bil	Mil	Thou	
20. Unused commitments on securities underwriting	3817				20.
21. Unused commitments on loans and all other unused commitments	A013				21.
22. Standby letters of credit and foreign office guarantees	A014				22.
23. Commercial and similar letters of credit	3411				23.
24. Commitments to purchase foreign currencies and U.S. dollar exchanges (spot, forward, and futures)	3415				24.
25. All other futures and forward contracts (excluding contracts involving foreign exchange)	A015				25.
26. Option contracts:					
a. Written option contracts	A098				26.a.
b. Purchased option contracts	A099				26.b.
27. Notional value of interest rate swaps	3450				27.
28. Notional value of exchange swaps (e.g., cross currency swaps)	3826				28.
29. Notional value of other swaps	3829				29.
30. All other off-balance-sheet liabilities	A100				30.

Schedule BS-A—Loans and Lease Financing Receivables
(exclude balances with related institutions)

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Loans secured by real estate	1410				1.
2. Loans to depository institutions	3622				2.
3. Commercial and industrial loans	3623				3.
4. Loans to individuals for personal, household, and other personal expenditures	1975				4.
5. All other loans and lease financing receivables	A017				5.
6. Total loans and lease financing receivables (sum of items 1 through 5 above) (must equal Schedule BS, item 3.a)	bhct				
	2122				6.
7. Past due and nonaccrual loans and leases:	BHCS				
a. Loans and leases past due 30 through 89 days	1406				7.a.
b. Loans and leases past due 90 days or more	1407				7.b.
c. Nonaccrual loans and leases	1403				7.c.
d. Restructured loans and leases (included in items 7.a through 7.c above)	A018				7.d.

Schedule BS-M—Memoranda

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Loans to non-U.S. addressees	1722				1.
2. Loan servicing portfolio:					
a. Number of loans in servicing portfolio (report the actual number)					2.a.
b. Dollar amount of loans in servicing portfolio	A020				2.b.
3. Loans that have been securitized and sold without recourse with servicing retained (year to date)	A021				3.
4. Investments in other companies	2130				4.
5. Intangible assets:					
a. Goodwill	3163				5.a.
b. Mortgage servicing assets	3164				5.b.
c. All other identifiable intangible assets	3165				5.c.
6. Other assets:					
a. Accrued interest receivable	B556				6.a.
b. Prepaid expenses	A022				6.b.
c. Net deferred tax assets	A023				6.c.
d. Accounts receivable	A024				6.d.
7. Earning assets	3197				7.
8. Balances due from related institutions, gross:					
a. Balances due from bank holding company (parent companies only), gross	1725				8.a.
b. Balances due from subsidiary banks of the bank holding company, gross	1726				8.b.
c. Balances due from other nonbank subsidiaries of the bank holding company, gross	1793				8.c.
9. Commercial paper issued	2309				9.
10. Borrowings that reprice within one year	3298				10.
11. Other liabilities:					
a. Expenses accrued and unpaid	A025				11.a.
b. Net deferred tax liabilities	A026				11.b.
c. Accounts payable	A027				11.c.
12. Balances due to related institutions, gross:					
a. Balances due to bank holding company (parent companies only), gross	1781				12.a.
b. Balances due to subsidiary banks of the bank holding company, gross	1782				12.b.
c. Balances due to other nonbank subsidiaries of the bank holding company, gross	1794				12.c.
13. Perpetual preferred stock and related surplus	3283				13.
14. Assets sold with recourse	A016				14.